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Proposed Reorganization Attorneys for Debtors
SK Foods, L.P., a California limited
partnership, et al.

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA, SACRAMENTO DIVISION

In re:

**SK FOODS, L.P., a California
limited partnership, et al.,**

Debtors.

Case No. 09-29162-D-11

Chapter 11

DC No. N/A

In re :

**RHM Industrial/Specialty Foods, Inc.,
a California Corporation, d/b/a Colusa
County Canning Co.,**

Debtor.

Case No. 09-29161-D-11

Chapter 11

DC No. N/A

**APPLICATION FOR AUTHORITY
TO EMPLOY WINSTON &
STRAWN LLP AS COUNSEL TO
THE DEBTORS**

[No Hearing Required]

TO THE HONORABLE ROBERT S. BARDWIL, UNITED STATES BANKRUPTCY JUDGE:

SK Foods, L.P., a California limited partnership ("SK Foods"), and RHM Industrial
Specialty Foods, Inc., a California corporation, d/b/a Colusa County Canning Co. ("RHM")
(collectively, "the Debtors"), debtors in the above-captioned case, hereby request authority

1 pursuant to Section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) to employ the
2 law firm of Winston & Strawn LLP (“Winston”) as debtors' counsel in their bankruptcy cases.
3 The Debtors filed voluntary petitions on May 7, 2009. Involuntary petitions with respect to these
4 Debtors were filed on May 5, 2009, which petitions are currently subject to motions to dismiss by
5 the Debtors, with joinders in said motions to dismiss filed by the petitioning creditors, which
6 motions are set for hearing on June 4, 2009. This Application is filed only in connection with the
7 voluntary cases.¹

8 In support of this application, Winston submits the Declaration of Richard A. Lapping (the
9 “Lapping Declaration”), which is incorporated herein by reference, and its Statement of
10 Compensation pursuant to Bankruptcy Rule 2016(b) and Section 329(a) of the Bankruptcy Code.
11 In further support of this application, Winston respectfully represents as follows:

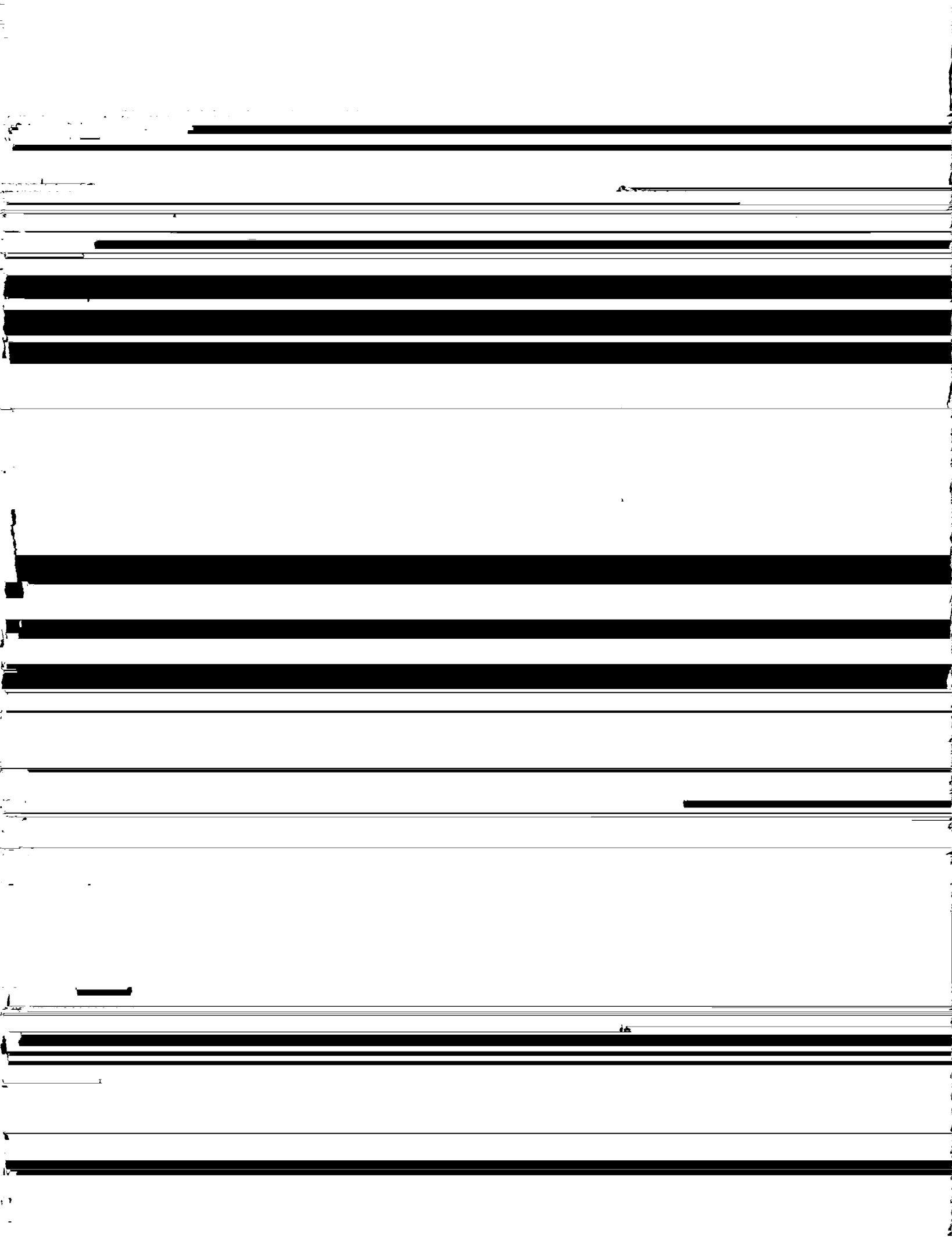
12 **I. SCOPE OF EMPLOYMENT**

13 1. The Debtors deem it appropriate and necessary to employ Winston to perform all
14 tasks reasonably necessary for its representation in their Chapter 11 cases. The Debtors
15 understand that Winston has an extensive restructuring and insolvency practice and represents
16 debtors, creditors, committees, and other parties in interest in cases under the Bankruptcy Code
17 and in out-of-court debt restructuring and workouts. In addition, the Debtors are informed that the
18 attorneys who specialize in restructuring and insolvency law can call upon the resources of
19 Winston attorneys with experience in other areas of the law, such as employment relations, tax,
20 securities, intellectual property, corporate, finance and litigation. The Debtors have selected
21 Winston based on the firm’s experience in the bankruptcy field and believe that Winston is well
22 qualified to represent it in these cases.

23 2. The professional services which Winston will render to the Debtors in connection
24 with their bankruptcy cases include:

25 (a) advising and representing the Debtors with respect to all matters and
26 proceedings in these Chapter 11 cases;

27 ¹ On May 18, the Court entered its orders appointing Bradley D. Sharp (the “Trustee”) as Chapter
28 11 Trustee in the cases of both the Debtors.



Winston's fees are computed and billed on a time-expended basis in accordance with the standard hourly rates assigned to the particular attorneys and paralegals performing the work. The primary attorneys presently responsible for this representation and their current hourly rates are set forth immediately below:

<u>Attorney</u>	<u>Hourly Rate</u>
David A. Honig	\$695.00
John D. Fredericks	\$625.00
Richard A. Lapping	\$620.00
Marcus O. Colabianchi	\$530.00
David L. Wilson	\$325.00

5. Some work may be done by other attorneys or other professionals whose hourly rates may be different from those persons listed above. The standard hourly billing rates for Winston's partners range from \$400.00 per hour to \$995.00 per hour; the standard hourly billing rates for Winston's associates range from \$210.00 per hour to \$670.00 per hour; the standard hourly billing rates for Winston's paralegals range from \$110.00 per hour to \$300.00 per hour; and the standard billing rates for Winston's litigation support specialists range from \$210.00 per hour to \$240.00 per hour. These rates are subject to periodic adjustment, and the applicable rates are those in effect at the time the services are rendered. Winston attorneys and other professionals will bill in increments of one tenth of an hour in this case.

IV. PROFESSIONAL DISCLOSURE

6. Winston has not previously represented the Debtors. The Debtors do not believe that there is any prior representation by Winston that would pose any actual conflict of interest in these Chapter 11 cases. Winston is not a general unsecured creditor of the Debtors. Winston has not agreed to share with any person or entity any compensation Winston may be awarded in these cases, except among members of Winston. No other payments have been made or promised to Winston in connection with this employment except those described herein, and in the Lapping Declaration.

7. To the best of the Debtors' knowledge, except as set forth in the Lapping Declaration filed concurrently herewith and the statement filed pursuant to Bankruptcy Rule 2016(b), none of Winston's connections with the Debtors' creditors, shareholders, the Trustee or

1 any other party-in-interest, or their respective attorneys and accountants create any adverse interest
2 to the Debtors.

3 8. In addition, to the best of the Debtors' knowledge, the attorneys of Winston who
4 will appear in these cases are active members of the California State Bar, duly admitted to practice
5 before the above-entitled Court, and have no known connection with the United States Trustee or
6 any person employed in the office of the United States Trustee.

7 9. Based upon the Lapping Declaration and the statement filed pursuant to
8 Bankruptcy Rule 2016(b), the Debtors believe that Winston does not represent interests adverse to
9 the Debtors or their estates in the matters in which it is to be retained, and that Winston is a
10 "disinterested person" under Section 101(14) of the Bankruptcy Code.

11 **V. CONCLUSION**

12 WHEREFORE, the Debtors respectfully request that the court enter an order in
13 substantially the form of order filed concurrently herewith as Exhibit B, and granting the Debtors
14 such other and further relief as is just and proper under the circumstances.

15 Dated: May 22, 2009

SK FOODS, L.P. and RHM INDUSTRIAL
SPECIALTY FOODS, INC.

17 By /s/ Lisa Crist
18 Lisa Crist
19 Designated Responsible Individual for
20 Debtors SK Foods, L.P. and RHM
21 Industrial/Specialty Foods, Inc., d/b/a
22 Colusa County Canning Co.
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